

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re  
CIRCUIT CITY STORES, INC., et al.,  
Debtors.

Chapter 11  
Case No. 08-35653 (KRH)  
Jointly Administered

**RESPONSE OF CATELLUS OPERATING LIMITED PARTNERSHIP  
TO LIQUIDATING TRUST'S FIFTEENTH OMNIBUS OBJECTION  
TO CERTAIN DUPLICATE CLAIMS  
(Claim No. 7957)**

This response is filed by Catellus Operating Limited Partnership, a Delaware limited partnership (“Catellus”) to the Liquidating Trust’s Fifteenth Objection to Certain Duplicate Claims (the “Objection”). In the Objection, the Liquidating Trust asserts that Catellus’ Claim No. 7957 filed in the amount of \$1,903,434.65 is a duplicate of Catellus’ Claim No. 7933 in the same amount.

Catellus disputes this Objection on the grounds that Claim No. 7957 filed in the Circuit City Stores West Coast, Inc. case (Case No. 08-35654) is based on the rejection of a nonresidential lease between Catellus and Circuit City Stores West Coast, Inc., as set forth in detail in Claim No. 7957. Claim No. 7933 filed by Catellus against Circuit City Stores, Inc. (Case No. 08-35653) is based on a guaranty by Circuit City Stores, Inc. of the obligations of Circuit City Stores West Coast, Inc. under the above-referenced nonresidential lease with

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Augustus C. Epps, Jr., Esquire (VSB No. 13254)  
Michael D. Mueller, Esquire (VSB No. 38216)  
Jennifer M. McLemore, Esquire (VSB No. 47164)  
CHRISTIAN & BARTON, LLP  
909 East Main Street, Suite 1200  
Richmond, Virginia 23219  
Telephone: (804) 697-4100  
Facsimile: (804) 697-4112

Counsel for Catellus Operating Limited Partnership

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Edward J. Tredinnick (CSB No. 84033)  
Greene Radovsky Maloney Share & Hennigh, LLP  
Four Embarcadero Center, Suite 4000  
San Francisco, CA 94111  
Telephone: (415) 981-1400  
Facsimile: (415) 777-4961  
E-mail: [etredinnick@greeneradovsky.com](mailto:etredinnick@greeneradovsky.com)

Counsel for Catellus Operating Limited Partnership

Catellus. In further support of its claim, Catellus submits the Declaration of Mary Hunter, the Property Manager for the premises leased by Catellus to the Debtor.

Attached as Exhibit A to Ms. Hunter's Declaration is a true copy of the original Lease Guaranty (the "Guaranty") dated December 5, 2003 by Circuit City Stores, Inc., a Virginia corporation to Catellus Development Corporation, a Delaware corporation which is the predecessor entity of Catellus. Attached as Exhibit B to Ms. Hunter's Declaration is the Second Amendment and Ratification of the Lease (the "Amendment") between Catellus, the successor by merger to Catellus Development Corporation, and Circuit City Stores West Coast, Inc., the tenant under the nonresidential lease agreement. The Amendment was also executed by Circuit City Stores, Inc. and under the Agreement, Circuit City Stores, Inc. ratified the Guaranty to Catellus as successor in interest to Catellus Development Corporation.

These documents demonstrate that the obligation of Circuit City Stores, Inc. to Catellus under the Guaranty and Amendment as set forth in Claim No. 7933 is a separate contractual obligation from the obligation of Circuit City Stores West Coast, Inc. under the lease agreement as set forth in Claim No. 7957.

Based thereon, Catellus requests that the court deny the Liquidating Trust's objection to Catellus' Claim No. 7957 as a duplicate claim.

All correspondence, pleadings or notices regarding the Liquidating Trust's Objection should be directed to the undersigned attorney for Catellus at the address and phone numbers listed below.

Dated: April 4, 2011

**CHRISTIAN & BARTON, LLP**

/s/ Jennifer M. McLemore

Augustus C. Epps, Jr., Esquire (VSB No. 13254)  
Michael D. Mueller, Esquire (VSB No. 38216)  
Jennifer M. McLemore, Esquire (VSB no. 47164)  
909 East Main Street, Suite 1200  
Richmond, VA 23219  
Telephone: (804) 697-4100  
Facsimile: (804) 697-6112

**-and-**

Edward J. Tredinnick (CSB No. 84033)  
Greene Radovsky Maloney Share & Hennigh, LLP  
Four Embarcadero Center, Suite 4000  
San Francisco, CA 94111  
Telephone: (415) 981-1400  
Facsimile: (415) 777-4961  
E-mail: [etredinnick@greeneradovsky.com](mailto:etredinnick@greeneradovsky.com)

*Counsel for Catellus Operating Limited Partnership*

**CERTIFICATE OF SERVICE**

I, Jennifer M. McLemore, hereby certify that on the 4<sup>th</sup> day of April 2011, a true and correct copy of the foregoing *Response of Catellus Operating Limited Partnership to Liquidating Trust's Fifteenth Omnibus Objection to Certain Duplicate Claims (Claim No. 7957)* has been served electronically using the ECF system on all registered users of the CM/ECF system who have filed notices of appearance in this matter.

/s/ Jennifer M. McLemore

Jennifer M. McLemore